

**FIRST AMENDED AND RESTATED ARTICLES OF
INCORPORATION**

OF

OCHSNER LSU HEALTH SYSTEM OF NORTH LOUISIANA

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**ARTICLE I
NAME**

The name of this corporation (the “Corporation”) is Ochsner LSU Health System of North Louisiana.

**ARTICLE II
NONPROFIT CORPORATION; REGISTERED OFFICE**

Section 1. Nonprofit Corporation. The Corporation is a nonprofit corporation organized pursuant to the Nonprofit Corporation Law of Louisiana (as amended from time to time or any successor statute, the “Act”). The Corporation is organized exclusively on a non-stock basis and shall have no members. In accordance with La. R.S. 12:217(C), the individuals serving as the Corporation’s Board of Directors shall be taken to be the members of the Corporation and shall exercise all of the rights and powers of the members.

Section 2. Registered Office. Until changed in accordance with the Act, the registered office of the Corporation is CT Corporation System, located at 1541 Kings Highway, Shreveport, LA 71103.

**ARTICLE III
PURPOSE**

Section 1. Purpose. The Corporation is organized and shall be operated exclusively for charitable, educational and scientific purposes, all as contemplated and permitted by Sections 170(c)(2) and 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Code”). Within the framework and limitations of the foregoing, the general purpose of the Corporation shall be to serve as a health resource center through scientific, educational, literary, and charitable means. The Corporation shall have no power to act in a manner that is not exclusively within the contemplation of Section 501(c)(3) of the Code, and the Corporation shall not engage directly or indirectly in any activity that would prevent it from qualifying, and continuing to qualify, as a corporation as described in Section 501(c)(3) of the Code. Without limiting the generality of the foregoing, the specific purposes of the Corporation shall include the following:

- (a) promote the delivery of patient care services in a manner both efficient and compassionate;
- (b) promote access to safety net services to all citizens of the State of Louisiana;
- (c) promote the education, learning, and skill of physicians, scientists, and allied health professionals;

(d) promote the conduct of clinical and basic research studies into the prevention, causes, treatment, relief, and cure of certain human illnesses and injuries;

(e) carry out the collaborative purposes described in the Academic and Clinical Collaboration Agreement among the Board of Supervisors of Louisiana State University and Agricultural and Mechanical College, a Louisiana constitutional corporation, Ochsner Clinic Foundation doing business as Ochsner Health System, and Corporation, as may be amended from time to time (“ACCA”); and

(f) do any and all other acts, things, business, or businesses in any matter connected with or necessary, incidental, convenient or auxiliary to any of the purposes set forth above directly or indirectly to promote the charitable purposes of the Corporation.

Section 2. Additional Purpose Provisions.

(a) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III, Section 1.

(b) No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code, or the corresponding section of any future federal tax code.

(c) It is intended that the Corporation shall have the status of an organization: (i) that is exempt from federal income tax under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code and that is other than a private foundation by qualifying as an organization described in Section 509(a) of the Code; (ii) to which contributions are deductible for federal income tax purposes under Section 170(c)(2) of the Code; and (iii) to which bequests and gifts are deductible for federal estate and gift tax purposes so long as such taxes shall apply. These Articles of Incorporation shall be construed, and all authority and activities of the Corporation shall be limited, accordingly.

**ARTICLE IV
DIRECTORS**

The number, qualification, appointment, terms, and replacement of the Directors shall be as set forth in the Bylaws. Below are the current members of the Board of Directors as of the effective date of these Articles of Incorporation:

[Director names to be inserted]

ARTICLE V
DURATION

The duration of the Corporation shall be perpetual. A voluntary proceeding for dissolution may be commenced only upon the vote of the Directors in accordance with the Bylaws. Upon liquidation or dissolution, the property of the Corporation shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the parish in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VI
BYLAWS

The Bylaws must be consistent with these Articles of Incorporation, with Louisiana law, and with federal statutes and regulations applicable to organizations exempt from federal income taxation. The Bylaws may be adopted amended, repealed, or supplemented in accordance with the Bylaws.

ARTICLE VII
AMENDMENTS

These Articles of Incorporation may be amended only upon a vote of the Directors in accordance with the Bylaws. Amendment of these Articles of Incorporation shall be effective only if the amendment:

(a) does not cause any provision of these Articles of Incorporation to violate Louisiana law or federal statutes and regulations applicable to organizations exempt from federal income taxation; and

(b) would not result in the loss of the Corporation's tax-exempt status.

ARTICLE VIII
REGISTERED AGENT

Until changed in accordance with the Act, the full name and post office address of the Corporation's registered agent is:

C T Corporation System
3867 Plaza Tower Drive
Baton Rouge, Louisiana 70816

ARTICLE IX
MAILING ADDRESS

The mailing address for the Corporation is 1514 Jefferson Highway, New Orleans, LA 70121.

ARTICLE X
TAXPAYER IDENTIFICATION NUMBER

The Corporation's taxpayer identification number is 83-1605004.

These Articles of Incorporation have been unanimously approved and duly adopted by the Directors to be effective as of [_____, __ 2018].